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April 5, 1995

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VIA HAND DELIVERY

Secretary
Federal Communications Commission
1919 M Street, N.W.
Room 222
Washington, D.C. 20554

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**FEDERAL COMMUNICATIONS COMMISSION
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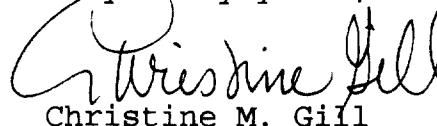
Re: FCC PR Docket No. 93-144; PP Docket No. 93-
253; Future Deployment of SMR Systems in the
800 MHz Frequency Band

Dear Gentlemen:

This is to notify the Office of the Secretary that Christine M. Gill and Carole C. Harris of Keller and Heckman, representing The Southern Company, met today with Jill Luckett, Special Advisor to Commissioner Chong, to discuss Southern's position in the above-referenced docket, as reflected in its Comments and Reply Comments. In addition, copies of the attached press releases were provided to Ms. Luckett. Since Southern's Comments and Reply Comments are already a part of the record in this proceeding, we are not filing additional copies with this letter.

In accordance with the Commission's rules, we are providing Ms. Luckett with a copy of this letter and request that two copies of this letter be included in the record in the above-referenced proceeding.

Very truly yours,


Christine M. Gill

cc: Jill Luckett (w/attachment)

Craig McCaw, Motorola and Nextel Will Cooperate To Create Wireless Services For Work Groups

RUTHERFORD, N.J.--(BUSINESS WIRE)--April 5, 1995--Craig McCaw, a pioneer in wireless communications, and other McCaw family members have agreed to invest up to \$1.1 billion in stock of Nextel Communications, Inc. and will provide strategic direction of the company to focus on enhanced two-way radio dispatch services for business users who need integrated wireless communications.

McCaw said he is not interested in attempting to copy cellular, PCS or paging. "I have been there, done that and it is not my intent to do what I've already done," McCaw said. "We will mine for gold in the new field of wireless communications for work groups," he continued, "and by emphasizing dispatch, messaging, and data in combination with telephone interconnect, Nextel can enhance the quality of life for mobile work teams, an important and growing sector of the U.S. workforce. By effectively using Motorola's technology for fleets and crews of mobile workers, I believe that Nextel has the potential to be a unique and important contributor to the wireless industry."

In citing his continuing belief in the development of multiple wireless services packaged in one device, McCaw said, "We know there is a strong base of potential customers for integrated business communications services in the nearly 20 million current two-way radio users in the U.S. alone."

While current Nextel shareholders must approve the transaction, Nextel's Board of Directors already has unanimously approved the agreement.

Completion of the agreement also is subject to various regulatory and third-party approvals.

Under terms of the agreement, McCaw and other members of his family may invest up to \$1.1 billion in Nextel stock over the next six years through share purchases from both Nextel and Motorola. McCaw will become a member of the Nextel Board of Directors with control over a newly created operations committee.

Nextel is a provider of integrated wireless business communications services, including enhanced dispatch, alphanumeric short message paging, mobile telephone and data services throughout much of the U.S. Motorola serves as Nextel's technology provider and supplier of infrastructure and subscriber equipment.

Morgan O'Brien, chairman of Nextel Communications, Inc., said, "What we are learning is that as we move to new ways of working as groups we need to find new tools to allow them to communicate. Mixing one part Craig McCaw vision with one part Motorola technology gives us at Nextel a recipe for even more potent integrated wireless business solutions."

Christopher Galvin, president and chief operating officer of Motorola, indicated that Motorola looks forward to its role as the technology provider and equipment manufacturer. "We invented the dispatch business and now we're reinventing it. This transaction also is the first step in reducing our ownership in Nextel," Galvin said.

In a separate announcement, Motorola outlined several steps it is taking to drive the success of this new integrated wireless business communications industry. The company said it would rename its MIRS technology IDEN, or Integrated Dispatch Enhanced Network, and license essential intellectual property rights to qualified manufacturers. In addition, Motorola has committed to make several technology improvements that will enhance reliability and audio quality under terms of a revised supply agreement. Motorola feels these steps will enhance the global opportunities for this exciting technology.

The agreement with the McCaw family includes the immediate purchase of \$14.9 million of Nextel stock at a per share price of \$12.25. In addition, upon

closing, McCaw will purchase for \$300 million, 8.16 million preferred units of Nextel shares, each convertible into three common shares. McCaw also will be granted options to purchase: up to 15 million common shares within two years of the closing at an exercise price of \$15.50 per share, up to 15 million common shares within four years of the closing at \$18.50 per share, and up to 5 million common shares within six years of the closing at \$21.50 per share. The second and third options will be exercisable only to the extent that the first and second options, respectively, are exercised.

McCaw also will purchase 4 million Nextel common shares from Motorola for \$49 million. Motorola has granted McCaw options on 9 million shares over the next six years at exercise prices and dates identical to the Nextel options, as well as a right of first refusal on its existing stock position in Nextel.

Under the agreement, a newly formed operations committee will be responsible for formulating and proposing key tenets of Nextel's corporate strategy. McCaw is entitled to appoint a majority of the operations committee's members and a total of three board members for so long as he continues to meet certain ownership thresholds and makes certain additional investments in the company.

Nextel reported in a recent 10-K filing that it expected to seek additional financing over the next several years. The investment by McCaw, as well as the potential option exercises, are expected to reduce significantly the amount of money to be raised.

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McCaw, Nextel, Motorola -2-; Faces Holder Approval >CALL MOT

RUTHERFORD, N.J. -DJ- Wireless communications entrepreneur Craig McCaw and family members agreed to buy up to \$1.1 billion of Nextel Communications Inc. (CALL) equity from the company and Motorola Inc. (MOT) over the next six years, and McCaw will join the Nextel board and control a new committee overseeing the company's operations.

In a press release, the parties said Nextel's board has approved the agreement, which now must be approved by current Nextel holders.

Under the agreement, the McCaw family will buy \$14.9 million Nextel shares at \$12.25 a share and, at closing, buy 8.16 million Nextel preferred units, each convertible into three common shares, for \$300 million.

McCaw will also receive options to buy up to 15 million common shares within two years of closing at \$15.50 a share, up to 15 million common shares within four years of closing at \$18.50 a share, and up to 5 million common shares within six years of closing at \$21.50 a share.

McCaw also will buy 4 million Nextel common shares from Motorola for \$49 million. Motorola has granted McCaw options on 9 million shares over the next six years at exercise prices and dates identical to the Nextel options, as well as a right of first refusal on its existing stock position in Nextel.

McCaw may also name a majority of the operations committee responsible for formulating and proposing Nextel's corporate strategy, and to appoint three board members as long as he continues to meet certain ownership thresholds and makes certain additional investments.

Motorola said the transaction is "the first step in reducing our ownership in Nextel."

(MORE) DOW JONES NEWS 04-05-95

BBN 8:43 Craig McCaw to Invest up to \$1.1 Bln in Nextel Over Six Years

Rutherford, N.J., April 5 (Bloomberg) -- Craig McCaw and other McCaw family members said they will invest up to \$1.1 billion in shares of Nextel Communications Inc. in a move that bolsters Nextel's position in the wireless communications industry.

In addition, Motorola Inc. said it will make improvements in the technology that Nextel will use to enhance reliability and audio quality under terms of a revised supply agreement. That technology has come under scrutiny by some who feel it's not up to par and can't compete against other wireless technologies.

McCaw also said he will help Nextel focus on enhanced two-way radio dispatch services for business users. That focus may signify that Nextel is scaling back efforts to compete head-to-head with the cellular telephone industry, which is increasingly signing up nonbusiness customers.

"We will mine for gold in the new field of wireless communications for work groups," said McCaw, formerly the head of McCaw Cellular Communications Inc., the largest provider of cellular services in the U.S. "And by emphasizing dispatch, messaging and data in combination with telephone interconnect, Nextel can enhance the quality of life for mobile work teams, an important and growing sector of the U.S. workforce."

Early indications are that Nextel shares will open up 4, or 30%, at 17 1/4, traders said.

McCaw will become a member of the Nextel board with control over a newly created operations committee. The committee will be responsible for formulating and proposing key principles of Nextel's strategy.

McCaw also can appoint a majority of the committee's members and a total of three board members as long as he continues to meet certain ownership thresholds and makes certain additional investments in the company.

"Mixing one part Craig McCaw vision with one part Motorola technology gives us at Nextel a recipe for even more potent integrated wireless business solutions," said Morgan O'Brien, chairman of Nextel.

The investment by McCaw also will significantly reduce the amount of money Nextel needs to raise for its plan to spend \$1.1 billion to build a nationwide digital communications network.

Nextel provides wireless communications services, including dispatch, paging, mobile telephone and data services.

Focus on Dispatch

McCaw said Nextel will focus on the 20 million two-way radio users in the U.S. He also said he isn't interested in trying to copy cellular, new personal communications services or paging.

"I have been there, done that and it is not my intent to do what I've already done," McCaw said. "By effectively using

Motorola's technology for fleets and crews of mobile workers, I believe that Nextel has the potential to be a unique and important contributor to the wireless industry."

However, Nextel will need a proven technology to be a success in the wireless industry. Some have questioned the technology's reliability and quality to date.

Amid questions about the technology and a failed investment by MCI Communications Corp., the No. 2 U.S. long-distance carrier, Nextel's shares fell to a low of 9 5/8 on Feb. 9 from a 52-week high of 41 3/4 on April 6. Nextel uses Motorola Integrated Radio System, or MIRS, technology.

Motorola today outlined several steps it will take to ensure its wireless technology will be a success for Nextel. First, the technology will be renamed iDEN, or Integrated Dispatch Enhanced Network.

Motorola also will license essential intellectual property rights to qualified manufacturers.

"We invented the dispatch business and now we're reinventing it," said Christopher Galvin, president and chief operating officer of Motorola. "This transaction also is the first step in reducing our ownership in Nextel."

Motorola has said it wants to concentrate on the manufacture of wireless communications products, rather than be involved in providing wireless services.

Agreement's Terms

Under terms of the agreement, McCaw and other members of his family may invest up to \$1.1 billion in Nextel stock over the next six years through share purchases from both Nextel and Motorola.

The agreement with the McCaw family includes the immediate purchase of \$14.9 million of Nextel stock at a price of \$12.25 a share. In addition, upon closing, McCaw will purchase for \$300 million, 8.16 million preferred units of Nextel shares. Each unit is convertible into three common shares.

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The agreement must be approved by Nextel shareholders. Nextel's board already has approved the agreement. The agreement also is subject to various regulatory and third-party approvals.

-- Colleen M. McElroy in the Princeton Newsroom (609) 279-4069/gdm

(Story illustration: For a graph of Nextel's stock performance over the past year: CALL US <Equity> GPO D)

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-0- (BBN) Apr/05/95 8:43

(Adds details and updates with analysts' comments.)

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Analysts said McCaw's investment and Motorola's pledge to improve the technology will vastly improve Nextel's position.

"When a visionary throws his weight behind you, it's a good vote of confidence," said Charles DiSanza, analyst at Gerard Klauer Mattison.

McCaw is regarded as the pioneer of cellular communications. He built McCaw Cellular into the largest provider of cellular communications in the U.S. before selling the company to AT&T Corp., the No. 1 U.S. long-distance company, last year for \$11.5 billion.

Early indications are that Nextel shares will open up 4 1/2, or 33%, at 18, traders said.

McCaw's Role

McCaw will become a member of the Nextel board with control over a newly created operations committee. The committee will be responsible for formulating and proposing key principles of Nextel's strategy.

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Nextel provides wireless communications services, including dispatch, paging, mobile telephone and data services.

Focus on Dispatch

Analysts said Nextel's decision to concentrate on the 20 million two-way radio users in the U.S. will allow the company to leverage its past success in this market.

"They are just telling the world they are ... concentrating on where they have the advantage," said DiSanza.

McCaw also said he isn't interested in trying to copy cellular, new personal communications services or paging.

"I have been there, done that and it is not my intent to do what I've already done," McCaw said. "By effectively using Motorola's technology for fleets and crews of mobile workers, I believe that Nextel has the potential to be a unique and important contributor to the wireless industry."

Nextel has said it needs between \$800 million and \$1.1 billion to upgrade its wireless network with digital technology. With McCaw's investment, the company said that requirement will be greatly reduced.

"The investment by McCaw reduces the financial risk," said Michael Balhoff, analyst at Legg Mason Wood Walker. "Both the financial commitment and the operational oversight represent an endorsement of Nextel's operations by one of the industry's savviest wireless competitors."

Motorola's Role

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-0- (BBN) Apr/05/95 9:25

BW 7:19 CRAIG MCCAW, MOTOROLA AND

Nextel Will Cooperate To Create Wireless Services For Work Groups

Business Editors

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--30--jar/sf* crd/sf

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or

McCaw Family

Roger Nyhus, 206/915-3878 or 206/720-1739

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FCC Votes Not To Regulate Wireless Interconnection Facts

WASHINGTON -DJ- The Federal Communications Commission voted not to regulate direct interconnection agreements between competing commercial wireless telephony services, such as cellular, personal communications services and specialized mobile radio operators, according to Federal Filings Inc.

In adopting the position, the FCC decided to allow market forces to dictate wireless interconnection agreements, Federal Filings reported.

The commission reiterated its concerns that wireless upstarts, such as relatively small specialized mobile radio and soon-to-be-designated entity PCS licensees, may need stricter interconnection obligation rules in the future to guard against anticompetitive practices imposed by well-heeled competitors. The commission stated its right to revisit the issue, Federal Filings said.

Development of the wireless industry is in too early a stage, the FCC added, to clearly judge if uniform interconnection guidelines are needed, according to Federal Filings.

The FCC noted existing rules mandate local telephone companies indirectly connect different wireless providers, and that those guidelines should be sufficient - in the short-run at least - to guarantee wireless upstarts will have the chance to compete, Federal Filings reported.

(END) DOW JONES NEWS 04-05-95

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=McCaw, Nextel Investment -2: McCaw Stresses SMR Focus >CALL

At a press conference, Craig McCaw stressed the need for Nextel to focus tightly on serving the work-group market while other companies compete in cellular and personal communications services, or PCS.

Asked about the possibility of an entry into the consumer market, McCaw said, "You never rule out anything." However, he said Nextel has no plans to actively seek ordinary consumers as customers.

Jeanine Morley, an analyst with Brenner Securities Corp., said she doesn't expect Nextel to go after cellular customers for at least the next five years, as it works to complete and expand its specialized mobile radio, or SMR, network.

"Talking about anything else is, for them, taking their eye off the ball," Morley said.

At the conference, Nextel Chairman Morgan O'Brien said McCaw's initial investment of more than \$300 million "goes a very long way" toward providing the full amount of capital needed for the company to complete its SMR build-out. O'Brien said Nextel would release details on its build-out financing plans soon.

McCaw said there's no standstill agreement barring him from buying more than the \$1.1 billion stake he's entitled to under the Nextel pact, but he said he sees such an agreement as unnecessary.

"In my mind, the role I can play here is making sure the company stays very focused," McCaw said. He said his investment in AT&T, to which he sold his McCaw Cellular Communications Inc. last year, will remain his primary concern.

(MORE) DOW JONES NEWS 04-05-95

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